

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

**ORDER GRANTING FEES AND EXPENSES SOUGHT IN SEVENTH QUARTERLY
REPORT OF ASK LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS
FOR THE PERIOD JANUARY 1, 2021 THROUGH MARCH 31, 2021**

ASK LLP, as special counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in these cases, having filed its Seventh Quarterly Report for the Period of January 1, 2021 through March 31, 2021 as Special Avoidance Counsel [Dkt. No. 9254](the “Seventh Application”);² and the Court having reviewed the Seventh Application; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), (b) notice of the Seventh Application and the opportunity for a hearing thereon was due and sufficient, (c) there were no objections to the Seventh

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms shall have the same meaning ascribed to them in the Third Application.

Application, and (d) no additional notice or a hearing being required; and it appearing that the relief requested in the Seventh Application is consistent with the Court's Order authorizing the debtors' retention of ASK LLP (the "Retention Order") and 11 U.S.C. § 328(a); now, therefore, it is hereby

ORDERED THAT:

1. The request for approval of the Seventh Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. ASK LLP is allowed compensation in the amount of \$214,278.22 for professional services rendered on a contingency fee basis and \$19,150.44 for actual and necessary costs and expenses, for a total of \$233,428.66 for the Seventh Fee Period of January 1, 2021 through March 31, 2021.

3. Such sums are authorized for payment as provided in the Retention Order less any amounts previously paid to ASK LLP on account of the amounts set forth in the Seventh Quarterly Report.

Dated: May 24, 2021
White Plains, New York

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

Schedule A

Case Name: In re Sears Holdings Corporation, *et al.*

CURRENT FEE PERIOD

(1) Applicant	(2) Quarterly Report Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order
ASK LLP, Special Avoidance Counsel for the Debtors	4/16/2021 Docket No. 9254	1/1/2021 through 3/31/2021	\$214,278.22	\$214,278.22	\$214,278.22	\$19,150.44	\$19,150.44	\$19,150.44

Date Order Signed: 5/24/2021

Initials: RDD USBJ

Case No.: 18-23538 (RDD)

Schedule B

Case Name: In re Sears Holdings Corporation, *et al.*

QUARTERLY REPORT TOTALS

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid¹
ASK LLP, Special Avoidance Counsel for the Debtors	\$4,031,579.10	\$4,031,579.10	\$513,425.12	\$513,425.12

Date Order Signed: 5/24/2021

Initials: RDD USBJ

¹ In accordance with the terms of the Order (the “Order”) signed on June 26, 2019, Authorizing the Employment and Retention of ASK LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4373], ASK LLP received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).